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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

VISA U.S.A. INC.

Plaintiff

vs.

MARITZ INC. d/b/a MARITZ LOYALTY  
MARKETING,

Defendant.

AND RELATED COUNTERCLAIMS

CIVIL ACTION NO. C07-5585 JSW

DECLARATION OF RYAN S. HILBERT IN  
SUPPORT OF MARITZ'S MOTION TO  
STAY ARBITRATION PENDING  
DETERMINATION OF ARBITRABILITY

DATE: Friday, February 8, 2007  
TIME: 9:00 a.m.  
PLACE: Courtroom 2, 17th Floor  
JUDGE: Hon. Jeffrey S. White

1 I, Ryan S. Hilbert, declare as follows:

2 1. I am an associate with Manatt, Phelps & Phillips, LLP, attorneys of record for  
3 Defendant Maritz Inc. d/b/a Maritz Loyalty Marketing (“Maritz”), in the above-captioned matter.  
4 The facts below are true and correct and within my own personal knowledge. If called on to  
5 testify to them, I could and would competently do so.

6 2. Attached hereto as Exhibit A is a true and correct copy the letter dated April 20,  
7 2007, to Kelvin Taylor at Maritz from Elizabeth Buse at Visa USA Inc. (“Visa”).

8 3. Attached hereto as Exhibit B is a true and correct copy the letter dated May 7,  
9 2007, to Elizabeth Buse at Visa from Kelvin Taylor from Maritz.

10 4. Attached hereto as Exhibit C is a true and correct copy of the letters dated June 5,  
11 2007 and July 2, 2007, to Kelvin Taylor at Maritz from Elizabeth Buse at Visa.

12 5. Attached hereto as Exhibit D is a true and correct copy of the letter dated July 9,  
13 2007, to Steven Gallant, in-house counsel at Maritz, from Roderick Thompson, outside counsel to  
14 Visa.

15 6. Attached hereto as Exhibit E is a true and correct copy of the letter dated July 19  
16 2007, to Steven Gallant at Maritz from Roderick Thompson, outside counsel to Visa, with the  
17 Alternative Dispute Resolution Protocol.

18 7. Attached hereto as Exhibit F is a true and correct copy of the letter dated  
19 November 2, 2007, to Charles Weiss, outside counsel to Maritz, from Roderick Thompson,  
20 outside counsel to Visa, with the Demand for Arbitration.

21 8. Attached hereto as Exhibit G is a true and correct copy of the letter dated  
22 November 16, 2007, to Norma Cantu of the American Arbitration Association (“AAA”) from  
23 Charles Weiss, outside counsel to Maritz.

24 9. Attached hereto as Exhibit H is a true and correct copy of the letter dated  
25 November 20, 2007, to Norma Cantu at the AAA from Roderick Thompson, outside counsel to  
26 Visa.

10. Attached hereto as Exhibit I is a true and correct copy of the letters dated November 26, 2007, December 7, 2007 (two on this date), and December 10, 2007, to Norma Cantu at the AAA from Charles Weiss, outside counsel to Maritz.

12. Attached hereto as Exhibit K is a true and correct copy of the letter dated December 13, 2007, to Roderick Thompson, outside counsel to Visa, and Charles Weiss, outside counsel to Maritz, from Norma Cantu.

/s/ Ryan S. Hilbert  
Ryan S. Hilbert